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May 1 9 2003

SEC 1972 (6\99)

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OBM controller number.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB Approval

OMB Number 3235-0076

Expires May 31, 2005

Estimated average burden hours per response...!

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY					
Prefix Serial					
DATE RECEIVED					

Name of Offering:	: 6% SIX-MONTH PROMISSORY NOTE CONVERSION OFFERING [] check if this is an amendment and name has changed, and indicate change					
Filing Under	[] Rule 504	[] Rule 505	[X] Rule 506	[] Section 4(6)	[]ULOE	
Type of Filing:	[X] New Filing	[] Amendm	ent	PROCESS MAY 21 200 THOMSON FINANCIAL		

A. BASIC IDENTIFICATION DATA

1. Enter the information	on requested about the issuer
Name of Issuer (check if this	s is an amendment and name has changed, and indicate change.)
	TMI ALZHEIMER'S CENTERS, INC.
Address of Executive Office	s: 41 PARK AVENUE
	SUITE 1H
	NEW YORK, NY 10016
Telephone:	(845) 359-7160
(if different from Executive Brief Description of Busines DEVELOPMENT	
Type of Business Organizat	on
] Limited partnership, already formed [] Other (please specify):
Business trust [] Limited partnership, to be formed
	Month Year
Actual or Estimated Date of	Incorporation or Organization: 06 02 [X] Actual [] Estimated
Jurisdiction of Incorporation	or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

CN for Canada; FN for other foreign jurisdiction

<u>DE</u>

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signature.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA - cont. -

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply	: [] Promoter [X] Beneficial Owner	[X] Executive Officer	[X] Director	[] General and/or Managing Partner
Full Name Business or Residence Ad	ITIL, TURAN M. dress			Managing Fartier
	41 PARK AVENUE, SUITE 1H NEW YORK, NY 10016			
	: [] Promoter [] Beneficial Owner	[] Executive Officer	[X] Director	[] General and/or Managing Partner
Full Name Business or Residence Ad	MARTORANO, JOSEPH T.			
Busiless of Residence Au	41 PARK AVENUE, SUITE 1H NEW YORK, NY 10016			
	: [] Promoter [] Beneficial Owner	[] Executive Officer	[X] Director	[] General and/or Managing Partner
Full Name Business or Residence Ad	KORNHAUSER, STANLEY H. dress			
	41 PARK AVENUE, SUITE 1H NEW YORK, NY 10016			
Check Box(es) that Apply	: [] Promoter [] Beneficial Owner	[X] Executive Officer	[] Director	[] General and/or Managing Partner
Full Name Business or Residence Ad	CARDILLO, CARLOS			
Business of Residence Fla	41 PARK AVENUE, SUITE 1H NEW YORK, NY 10016			
Check Box(es) that Apply	: [] Promoter [] Beneficial Owner	[X] Executive Officer	[] Director	[] General and/or Managing Partner
Full Name	ERALP, EMIN			
Business or Residence Ad	dress 41 PARK AVENUE, SUITE 1H NEW YORK, NY 10016			
Check Box(es) that Apply	: [] Promoter [X] Beneficial Owner	[] Executive Officer	[] Director	
Full Name	MERDINGER, STANLEY			Managing Partner
Business or Residence Ad	55 OCEAN AVENUE			
	MONMOUTH, NJ 19422			

(Use blank sheet, or copy and use additional copies of this sheet as necessary.)

A. BASIC IDENTIFICATION DATA - cont. -

- 3. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply	: [] Promoter	[X] Beneficial Owner	[] Executive Officer	[] Director	[] General and/or Managing Partner
Full Name	SOKOL, ARNO	OLD			
Business or Residence Ade	dress 25 SPLITRAIL	IANE			
	BLUE BELL, F				
Clarate Day (as) Alexa Assults	. [] Duamatan	[] Danafisial Ossess	[] Evenutive Officer	[] Dimenton	[] Compand and/on
Check Box(es) that Apply	: [] Promoter	[] Beneficial Owner	[] Executive Officer	Director	Managing Partner
Full Name					
Business or Residence Ad	dress				
Check Box(es) that Apply	: [] Promoter	[] Beneficial Owner	[] Executive Officer	[] Director	[] General and/or Managing Partner
Full Name					Managing Faither
Business or Residence Ad	dress				
Check Box(es) that Apply	: [] Promoter	[] Beneficial Owner	[] Executive Officer	[] Director	
Full Name					Managing Partner
Business or Residence Ad	dress				
Check Box(es) that Apply	: [] Promoter	Beneficial Owner	[] Executive Officer	Director	[] General and/or
					Managing Partner
Full Name					
Business or Residence Ad	dress				
Check Box(es) that Apply	: [] Promoter	[] Beneficial Owner	[] Executive Officer	[] Director	
Full Name					Managing Partner
run Name					
Business or Residence Ad	dress				

(Use blank sheet, or copy and use additional copies of this sheet as necessary.)

B. INFORMATION ABOUT OFFERING

1.	Has the		-	es the iss Appendix					investors	in this o	ffering?	[X] Yes	[] No
2.	What is the minimum investment that will be accepted from any individual?									N/A			
3.	Does the offering permit joint ownership of a single unit?							[X] Yes	[] No				
4.	or similisted i	lar remur s an assocoroker or	neration f ciated per dealer. I	or solicit	ation of p gent of a l an five (ourchaser broker or 5) person	s in conno dealer re s to be lis	ection wit	th sales o with the S	f securiti SEC and/	es in the or with a	offering. If a state or state	ny commissic person to be s, list the nam aler, you may
Full Na	ıme		NONE										
Busine	ss or Res	idence A	ddress										
Name o	of Associ	ated Bro	ker or De	aler									
	"All Sta [AK] [IN] [NE] [SC]			s Solicite vidual Sta [CA] [KY] [NJ] [TX]		(CT) [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	hasers [DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[] All [HI] [MS] [OR] [WY]	States [ID] [MO] [PA] [PR]	
Busine	ss or Res	idence A	ddress										
Name o	of Associ	ated Brol	ker or De	aler									
				s Solicite vidual Sta [CA] [KY] [NJ] [TX]		(CT) [ME] [NY] [VT]	licit Purcl [DE] [MD] [NC] [VA]	[DC] [MA] [ND]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[] All [HI] [MS] [OR] [WY]	States [ID] [MO] [PA] [PR]	
Full Na	ime												
Busine	ss or Res	idence A	ddress										
Name o	of Associ	ated Bro	ker or De	aler									
				s Solicite vidual Sta		ids to So	licit Purc	hasers			[] All	States	
[AL] [IL] [MT] [RI]	[AK] [IN] [NE] [SC]	[AZ] [IA] [NV] [SD]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]	

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

	indicate in the columns below the amounts of the securities offered for exchange		
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	\$	\$
	Equity	\$ 300,000	\$ -0-
	[X] Common [] Preferred		
	Convertible Securities (including warrants)	\$	\$
	Partnership Interests	\$	\$
	Other (Specify)	\$	\$
	Total	\$ 300,000	\$
	Answer also in Appendix, Column 3, if filing under ULOE		
2.	Enter the number of accredited and non-accredited investors who have purchas and the aggregate dollar amounts of their purchases. For offerings under Rule persons who have purchased securities and the aggregate dollar amount of their Enter "0" if answer is "none" or "zero."	504, indicate the n	total lines.
		Number	Aggregate Dollar Amount
	Accredited Investors	Investors	of Purchases
			3
	Non-Accredited Investors Total (for filings under Rule 504 only)	-0-	2
	Answer also in Appendix, Column 4, if filing under ULOE		·
3.	If this filing is for an offering under Rule 504 or 505, enter the information req by the issuer, to date, in offerings of the types indicated, the twelve (12) month securities in this offering. Classify securities by type listed in Part C - Question Type of Offering	s prior to the first	
	Rule 505	Dooding	\$
	Regulation A		¢
			<u> </u>
	Rule 504		\$ \$
			\$ \$
4.	Rule 504	enses of the issuer	ne . The
1 .	a. Furnish a statement of all expenses in connection with the issuance an securities in this offering. Exclude amounts relating solely to organization exp information may be given as subject to future contingencies. If the amount of furnish an estimate and check the box to the left of the estimate.	enses of the issuer an expenditure is n	ne . The not known,
1 .	Rule 504	enses of the issuer an expenditure is n	ne The ot known,
1.	Rule 504	enses of the issuer an expenditure is n [X] \$ _ [X] \$ _	The sot known, 400 100
1 .	Rule 504	enses of the issuer an expenditure is n [X] \$ _ [X] \$ _ [X] \$ _	400 100 3,000
i.	Rule 504	enses of the issuer an expenditure is n [X] \$ _	The sot known, 400 100
J.	Rule 504	enses of the issuer an expenditure is n [X] \$ _	400 100 3,000
ı.	Rule 504	enses of the issuer an expenditure is n [X] \$ _ [X] \$ _ [X] \$ _ [X] \$ _ [] \$ _ [] \$ _ [] \$ _ [] \$ _	400 100 3,000
4.	Rule 504	enses of the issuer an expenditure is n [X] \$ _ [X] \$	400 100 3,000

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS - cont. -

- b. Enter the difference between the aggregate offering price given in response to Part C Question 1 and total expenses furnished in response to Part C Question 4.a. This difference is the "adjusted gross proceeds to the issuer." \$295,500
- 5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C Question 4.b above.

	Payments to Officers,	
	Directors, &	Payments To
	Affiliates	Others
Salaries and fees	[]\$	[]\$
Purchase of real estate	[]\$	[]\$
Purchase, rental or leasing and installation of machinery and equipment	[]\$	[]\$
Construction or leasing of plant buildings and facilities	[]\$	[]\$
Acquisition of other businesses (including the value of securities involved		
in this offering that may be used in exchange for the assets or securities		
of another issuer pursuant to a merger)	[]\$	[]\$
Repayment of indebtedness	[]\$	[]\$
Working Capital	[]\$	[]\$
Other (specify) CONVERSION OF DEBT TO COMMON STOCK	[]\$	[X]\$ 295,500
Column Totals	[]\$	[X]\$ 295,500
Total Payments Listed (column totals added)	[X]\$ <u>2</u> 9	95,500

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b) (2) of Rule 502.

Issuer (Print or Type) TMI ALZHEIMER'S CENTERS, INC.	Signat	eun Rla	Date May 8, 2003
Name of Signer (Print or Type) TURAN M. ITIL		Title (Print or Type) PRESIDENT	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18U.S.C. 1001.)